

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (KJC)
) Jointly Administered
Debtors.)
Related Docket No. 32018

Objection Date: July 1, 2014, at 4:00 p.m.
Hearing Date: October 14, 2014, at 10:00 a.m.

**SUPPLEMENT TO FINAL APPLICATION
OF PACHULSKI STANG ZIEHL & JONES LLP
FOR COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR APRIL 2, 2001 THROUGH FEBRUARY 3, 2014**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s ‘Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members’, signed April 17, 2002 (the “Amended Administrative Order”), amending the Court’s ‘Administrative Order Pursuant to Sections 105(a)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals', entered May 3, 2001, the law firm of Pachulski Stang Ziehl & Jones LLP ("PSZ&J") hereby files this Supplement to the Final Application of Pachulski Stang Ziehl & Jones LLP for Compensation and for Reimbursement of Expenses for April 2, 2001 through February 3, 2014 (the "Supplement").

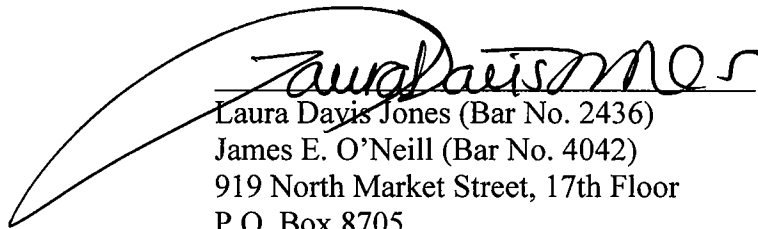
On or about April 15, 2014, PSZ&J filed and served its Final Fee Application [Docket No. 32018]. The Final Fee Application included fees and expenses for the time period April 2, 2001 through February 3, 2014. In the Final Fee Application, PSZ&J reserved the right to file supplemental fee application(s) to include additional fees and expenses not included in previous monthly fee application or the Final Fee Application.

By this Supplement, PSZ&J seeks to incorporate into the Final Fee Application the additional fees and expenses previously billed in the Sealed Air Fraudulent Conveyance matter. A First Interim Application was filed in the above matter on November 4, 2010 [Docket No. 765]; an order approving those fees was entered on December 10, 2010 [Docket No. 773] a copy of which is attached hereto marked as Exhibit A. These additional fees in the amount of \$19,446.00 and additional expenses in the amount of \$4,402.80 were not previously included in the totals of the Final Fee Application.

expenses previously awarded or to be awarded to PSZ&J in this case, in the amount of \$5,713,199.05 for fees and \$4,684,309.90 for expenses, that PSZ&J be authorized to file an additional supplemental fee application(s) or supplement to the Final Fee Application at or before the hearing on the Final Fee Application setting forth any fees and costs not included in the Final Fee Application as supplemented by this Supplement, and for such other and further relief as this Court deems proper.

Dated: May 2, 2014

PACHULSKI STANG ZIEHL & JONES LLP

A large, stylized handwritten signature in black ink, appearing to read 'Laura Davis Jones', is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

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Co-counsel for Debtors and Debtors in Possession

Exhibit A

In re:	Case 01-01139-AMC Doc 32117) Filed 05/02/14 Page 5 of 10
		) Chapter 11
W. R. GRACE & CO., et al.		) Case No. 01-01139 (JKF)
		) (Jointly Administered)
Debtors.		) Re: Docket Nos.
		) 9180, 24416, 24417, 24512, 24519,
		) 24526, 24660, 25157
Official Committee of Asbestos Personal Injury)
Claimants and Official Committee of Asbestos		) Adv. Docket No. 02-2210
Property Damage Claimants, et al.,		) [Lead Docket]
Plaintiffs,		) Re: Docket Nos.
v.		) 375,461,469,472,480,515,569,683,699,
		) 700, 701,728,744,762
Sealed Air Corporation and Cryovac, Inc.,)
Defendants.)
Official Committee of Asbestos Personal Injury		) Adv. Docket No. 02-2211
Claimants and Official Committee of Asbestos)
Property Damage Claimants, et al.,)
Plaintiffs,		) Hearing: December 13, 2010
v.		) Agenda No. <u>6</u>
Fresenius Medical Care Holdings, Inc. and)
National Medical Card, Inc.,)
Defendants.)

**ORDER APPROVING REMAINING FEE APPLICATIONS RELATING TO
FRAUDULENT CONVEYANCE ADVERSARY PROCEEDINGS AND ALLOWING THE
PAYMENT OF REMAINING HOLDBACKS FOR SERVICES RENDERED**

Date: 12 10 10
Docket #: 773

Conway DelGenio Gries & Co., LLC, Ferry Joseph & Pearce P.A., Hamilton, Rabinovitz & Associates, Inc, W.D. Hilton, and Caplin & Drysdale, (collectively, the "Applicants") for entry of an Order approving certain remaining fee applications referenced on Exhibit 1 attached hereto (the "Applications") and allowing the payment of the remaining Holdbacks owed to the Applicants in the Adversary Proceedings pursuant to sections 105(a) and 331 of the Bankruptcy Code and the Amended Order Under 11 U.S.C. 105(a) Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (Docket No. 1949); and it appearing that the Court has jurisdiction to consider the Revised Fee Motion and Applications and the relief requested therein in accordance with 28 U.S.C. 157 and 1334; and it appearing that venue of this proceeding and the Revised Fee Motion and Applications is proper in this district pursuant to 28 U.S.C. 1408 and 1409; and due and proper notice having been given; and it appearing that the relief requested in the Revised Fee Motion and Applications is in the best interest of the Debtors and their estates and creditors; and the Court being fully advised in the premises and after due deliberation and sufficient cause appearing therefore, IT IS HERBY ORDERED:

1. The Revised Fee Motion and the Applications are granted.
2. The Applicants are allowed the amounts set forth in Exhibit 1 (i) in compensation for services rendered during the compensation periods and (ii) as reimbursement for actual and necessary expenses incurred during the compensation periods.

¹ Capitalized terms not defined herein shall have the same meaning as those defined terms in the Revised Fee Motion.

the Interim Compensation Order; provided, however, that all fees and expenses paid pursuant to this Order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this order.

Dated: 12/10, 2010

Judith K. Fitzgerald
Honorable Judith K. Fitzgerald
U.S. Bankruptcy Judge

SJS

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/4/2010 (#764)	\$ 35,967.00 ¹	\$ 779.09	\$ 7,820.60

Pachulski, Stang, Ziehl & Jones LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/4/2010 (#765)	\$ 19,446.00	\$ 4,402.80	\$ 3,889.20

Bilzin Sumberg Baena Price & Axelrod LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/5/2010 (#766)	\$10,886.00	\$ 1.20	\$ 2,177.20

Conway DelGenio Gries & Co. LLP

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
4/3/2003 (#469)	\$364,913.00	\$ 14,648.76	\$ 72,982.60
4/9/2003 (#472)	\$278,191.25	\$ 18,149.73	\$ 55,538.25
4/22/2003 (#480)	\$286,012.88	\$ 6,028.91	\$ 57,202.58
6/11/2003 (#515)	\$126,846.00	\$ 152.15	\$ 25,369.20
9/26/2003 (#569)	\$ 59,153.00	\$ 134.88	\$ 11,830.60
Total	\$750,203.13	\$ 24,465.67	\$223,023.23

Ferry Joseph & Pearce P.A.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/15/2004 (#699)	\$ 3,852.00	\$ 136.51	\$ 770.40
11/15/2004 (#700)	\$ 2,407.50	\$ 390.21	\$ 481.50
3/21/2005 (#728)	\$ 2,970.00	\$ 350.36	\$ 594.00

¹ The original monthly applications requested a total of \$35,183.00. However, in preparing the quarterly application, an error was found. Of that amount, \$28,146.40 was paid, leaving a balance now due of \$7,820.60 as reflected in the table above.

Hamilton, Rabinovitz, Associates, Inc.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/25/2002 (#375)	\$175,700.00	\$ 5,099.04	\$35,140.00
3/25/2003 (#461)	\$ 47,825.00	\$ 0	\$ 9,565.00
Totals	\$223,525.00	\$ 5,099.04	\$44,795.00

W. D. Hilton, Jr.

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
11/5/2010 (#767)	\$18,600.00	\$1,763.37	\$3,720.00

Caplin & Drysdale

Fee Application Filing Date and Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Holdback Sought in Application
8/16/2004 (#683)	\$ 283.00	\$0	\$ 283.00 ³
11/15/2004 (#701)	\$ 6,411.50	\$0	\$1,282.30
8/12/2005 (#9180)	\$ 8,030.50	\$0	\$1,606.10
Totals	\$14,725.00	\$0	\$3,171.40

² This includes 80% of the fee of \$948.00 (\$758.40) that was requested in the May 2005 monthly application which has not previously been paid.

³ This includes full compensation for the fees requested in the 7th Quarterly application which had not been previously requested or paid.

VERIFICATION

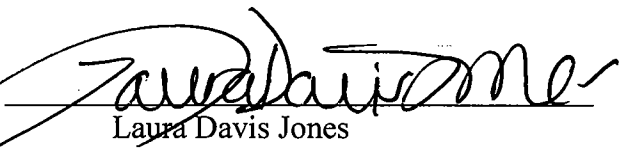
STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b) I am familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZ&J.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.


Laura Davis Jones

SWORN AND SUBSCRIBED
before me this 2 day of May, 2014.


Notary Public

My Commission Expires:

K A JOHN BOWER
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Nov. 13, 2014